

Eric Lopez Schnabel, Esq.  
DORSEY & WHITNEY LLP  
51 W. 52nd Street  
New York, New York 10019  
Telephone: (212) 415-9200  
Facsimile: (212) 953-7201

-and-

Thomas O. Kelly III, Esq. (MN Bar No. 0189960)  
DORSEY & WHITNEY LLP  
50 South Sixth Street, Suite 1500  
Minneapolis MN 55402-1498  
Telephone: (612) 340-2600  
Facsimile: (612) 340-2868

*Special Securitization and Investigatory Counsel  
to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**SUPPLEMENT TO FIRST INTERIM APPLICATION OF DORSEY & WHITNEY LLP  
AS SPECIAL SECURITIZATION AND INVESTIGATORY COUNSEL FOR THE  
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

Dorsey & Whitney LLP (the “**Applicant**”), Special Securitization and  
Investigatory Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession  
(collectively, the “**Debtors**”) hereby files its supplement to its first interim application for  
compensation and reimbursement of expenses (the “**Application**”) for the period May 14, 2012  
through August 31, 2012 (the “**Application Period**”), respectfully represents as follows:

1. On October 19, 2012, the Applicant filed the Application, seeking court approval for the payment of compensation in the amount of \$413,188.83 and interim reimbursement of expenses in the amount of \$5,105.22.

2. It has come to the Applicant's attention that certain of the expenses requested in the application, and set forth on Exhibit D to the Application, should be reduced, as follows: (a) travel expenses of J. Langdon in the amount of \$1,491.46 were mistakenly billed to the Debtors, and should be removed from the Application and (b) travel expenses billed for B. Smith exceed trustee guidelines in certain limited ways<sup>1</sup> and should be reduced in the amount of \$165.00, to \$2,326.36. A copy of the revised Exhibit D is attached hereto.

3. Accordingly, the Applicant is seeking to reduce the expenses listed in the Application to the amount of \$3,448.68. The fees set forth in the Application remain unchanged.

#### CONCLUSION

4. The Applicant requests an order (i) approving interim compensation in the amount of \$412,188.83 and interim reimbursement of expenses in the amount of \$3,448.68, (ii) directing payment of all compensation held back in connection with the Monthly Fee Statements, and (iii) granting such other and further relief as may be just and proper.

*[Signatures on the next page]*

---

<sup>1</sup> The guidelines limit meal expenses to an amount not to exceed \$25.00 per meal. The travel expenses listed for B. Smith in the Application exceeded this limit in an amount of \$165.08.

Dated: November 29, 2012

DORSEY & WHITNEY LLP

By: Eric Lopez Schnabel  
Eric Lopez Schnabel, Esq.  
DORSEY & WHITNEY LLP  
51 W. 52nd Street  
New York, New York 10019  
Telephone: (212) 415-9200  
Tacsimile: (212) 953-7201

-and-

Thomas O. Kelly III, Esq. #0189960  
50 South Sixth Street, Suite 1500  
Minneapolis, MN 55402-1498  
Telephone: (612) 340-2600  
Facsimile: (612) 340-2868

*Special Securitization and Investigatory Counsel  
for Residential Capital, LLC, et al.*

**REVISED EXHIBIT D**

**REVISED SUMMARY OF EXPENSES INCURRED BY DORSEY & WHITNEY LLP  
ON BEHALF OF THE DEBTORS FOR THE PERIOD  
MAY 14, 2012 THROUGH AUGUST 31, 2012**

<b>Expense Category</b>	<b>Amount</b>
Overnight Delivery Charges	\$19.19
Filing Fee (\$500.00; \$20.00, \$225.00, \$136.00)	\$881.00
Messenger Charges	\$121.00
Professional Services – Riley, Riper, Hollin & Collagrecó – receive and review discovery requests from M. Ellis; email to J. Langdon regarding same	\$82.50
Travel Expense – B. Smith	\$2,326.36
ALM Media, Inc. – electronic monitoring of court docket	\$13.23
Riverside Court Web – copies of legal documents	\$5.40
<b>Total</b>	<b>\$3,448.68</b>